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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK
3 -----x

10 CIV 5210(DLC)

4 IN RE APPLICATION OF THE
5 CROMWELL GROUP, INC. AND
6 AFFILIATES, et al.
7 -----x

New York, N.Y.
January 27, 2012
3:00 p.m.

8 Before:

9 HON. DENISE COTE,
10 APPEARANCES

District Judge

11 WEIL GOTSHAL & MANGES LLP
12 Attorneys for Cromwell Group
13 BY: R. BRUCE RICH
14 JONATHAN BLOOM
15 JACOB EBIN
16 MARK FIORE

17 PAUL WEISS RIFKIND WHARTON & GARRISON LLP
18 Attorneys for ASCAP
19 BY: JAY COHEN
20 LYNN B. BAYARD
21 DARREN JOHNSON

22 ASCAP
23 BY: RICHARD H. REIMER
24 SAMUEL MOSENKIS
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(In open court; case called)

THE DEPUTY CLERK: Counsel for the Cromwell Group
please state your name for the record.

MR. RICH: Good afternoon, your Honor. Bruce Rich.
With me this afternoon are my colleagues Jonathan Bloom and
Jacob Ebin and Mark Fiore.

THE DEPUTY CLERK: For ASCAP, please state your name for the record.

MR. COHEN: Good afternoon, your Honor. Jay Cohen of Paul Weiss. With me is Lynn Bayard Darren Johnson and Richard Reimer and Samuel Mosenkis of ASCAP.

THE COURT: Welcome, everyone. It is a pleasure to see you again.

This is a proceeding in connection with the matter which we refer to as the Cromwell Group matter. I have a proposed final order here reflecting the settlement of all open issues. I have reviewed the papers. I have just one question. Of course, I will be happy to hear anything counsel wish to relate in this regard. If you have the proposed final order before you and if you could turn to page 3, paragraph four there is a paragraph there that talks about the fact that the entry of this order is without prejudice to any arguments or positions of the parties. I think I am reading this correctly, but I just want to make sure that that paragraph applies to any positions or arguments the parties might wish to make with

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1 respect to license fees or other related matters for the period
2 beginning January 1, 2017 and thereafter.

3 MR. RICH: That's correct, your Honor. That was the
4 intention of any future proceedings although it didn't specify
5 the date, your Honor.

6 THE COURT: This isn't tendered as a final order
7 settling all issues for the period January 1st, 2010 to
8 December 31, 2016?

9 MR. RICH: That's correct.

10 THE COURT: Is there any objection to my modifying
11 paragraph 4 to reflect that it is without prejudice to any
12 arguments or positions, etc., for the period beginning
13 January 1, 2017 or any time thereafter?

14 MR. RICH: Not from the applicants, your Honor.

15 MR. COHEN: No objection, your Honor.

16 THE COURT: Do counsel for the Cromwell Group or maybe
17 I should say for RMLC have anything further that they would
18 like to communicate to me before I execute this by final order?

19 MR. RICH: No, your Honor. We were certainly prepared
20 either to outline its terms, but it sounds like as usual you
21 are ahead of us and have read it, but if you have any,
22 otherwise we think the documents speak for themselves. I would
23 just say implicit in the documents before you is a very
24 cooperative process at the end that led to this settlement on
25 both sides.

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1 THE COURT: Thank you.

2 Mr. Cohen?

3 MR. COHEN: No, your Honor. Nothing to add.

4 THE COURT: So I have executed the final order. I
5 want to congratulate both sides for achieving this resolution.
6 I know how important this is to everyone who is represented
7 here in court and how this could have been an extremely arduous
8 and contentious litigation and I am sure counsel have provided
9 wonderful representations to their clients in helping them
10 achieve this resolution of these very important matters. You
11 have my congratulations.

12 So I think we are ready then to proceed to the related
13 matter.

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